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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

MESA AIR GROUP, INC., *et al.*,

Debtors.\*

Chapter 11

Case No. 10-10018 (MG)

(Jointly Administered)

**DEBTORS' EIGHTH NOTICE OF INTENT TO REJECT LEASES RELATING  
TO CERTAIN AIRCRAFT PURSUANT TO DEBTORS' PROCEDURES SET  
FORTH IN AMENDED ORDER ENTERED ON FEBRUARY 23, 2010**

**(RE: AIRCRAFT COUNTERPARTIES LISTED ON EXHIBIT 1)**

**PLEASE TAKE NOTICE** that the debtors and debtors in possession (collectively, the “Debtors”) hereby give notice to the owner participants, owner trustees, loan participants, and indenture trustees set forth on Exhibit 1 annexed hereto (the “Aircraft Parties”) of the Debtors’ intent to reject the seven (7) aircraft leases (the “Leases”) in their entirety related to seven (7) de Havilland DHC 8-202 aircraft, with the airframes having the U.S. Registration Numbers as identified in Exhibit 1 (the “Excess Leased Equipment.”)

\* The Debtors are: Mesa Air Group, Inc. (2351); Mesa Air New York, Inc. (3457); Mesa In-Flight, Inc. (9110); Freedom Airlines, Inc. (9364); Mesa Airlines, Inc. (4800); MPD, Inc. (7849); Ritz Hotel Management Corp. (7688); Regional Aircraft Services, Inc. (1911); Air Midwest, Inc. (6610); Mesa Air Group Airline Inventory Management, LLC (2015); Nilchi, Inc. (5531); and Patar, Inc. (1653).

**PLEASE TAKE FURTHER NOTICE** that, on February 23, 2010, the Bankruptcy Court entered its *Order (I) Authorizing Debtors to (A) Reject Leases Relating to Certain Aircraft and Other Related Equipment, (B) Abandon Certain Aircraft, Engines, and Other Related Equipment, (C) Transfer Title to Certain Aircraft, Engines, and Other Related Equipment, and (D) Satisfy the Surrender and Return Requirements Under the Bankruptcy Code, and (II) Approving Related Notices and Procedures* (the “Order”),<sup>†</sup> a copy of which is available upon request from the Debtors’ counsel and which is also available for review on [www.epiq11.com](http://www.epiq11.com) (follow “All Active Cases” and “Mesa Air Group, Inc.” links). All capitalized terms whose meanings are not defined or otherwise ascribed herein shall have the meaning ascribed to them in the Order. This Notice is being provided to you in accordance with the Order as a Subsequent Rejection Notice.

**PLEASE TAKE FURTHER NOTICE** that unless an affected Aircraft Party timely objects to this Notice and the proposed Lease rejections, as the case may be, and related surrender and return of the Excess Leased Equipment, the rejection of the Leases, as the case may be, will be effective on the applicable dates set forth on Exhibit 1 (the “Deemed Effective Date”), without need of any further Court order or additional notice, subject to the rights to object as set forth in the Order, and as of the Deemed Effective Date, the applicable Aircraft Party may take possession of the Excess Leased Equipment as of the date(s) and at the location(s) set forth on Exhibit 1.

**PLEASE TAKE FURTHER NOTICE** that in accordance with the terms of the *Stipulation and Agreement Pursuant to Section 1110(b) of the Bankruptcy Code Between Debtors and Export Development Canada Regarding the Extension of the Automatic Stay With Respect to Certain DHC 8-202 Aircraft of the Debtors* (the “Section 1110(b) Stipulation”) that

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<sup>†</sup> On February 24, 2010, the Debtors filed with the Court an amended exhibit A-2 to the Order [Docket No. 360].

was approved on March 5, 2010, Export Development Canada has agreed not to exercise any remedies or assert any claims arising solely from any alleged default on the basis that any Excess Leased Equipment returned does not have the original engines installed 'on wing' provided that the Debtors comply with the requirements of the Section 1110(b) Stipulation. The Excess Leased Equipment will be returned to the location(s) set forth on Exhibit 1 pursuant to the Section 1110(b) Stipulation.

**PLEASE TAKE FURTHER NOTICE** that if any affected Aircraft Party wishes to object to the rejection of the applicable Lease, such affected party must file and serve such objection in accordance with the following procedures:

(a) The Debtors' rejection of the applicable Lease pursuant to this Notice will be effective as of the Deemed Effective Date, without the need of any further order or notice, if no objection thereto is filed with the Court and served so as to be received by 4:00 p.m. (prevailing Eastern Time) on the 7<sup>th</sup> business day after the filing and service of this Notice, on (i) the United States Bankruptcy Court of the Southern District of New York, One Bowling Green, New York, New York 10004, (ii) the Office of the United States Trustee for the Southern District of New York (the "oust"), 33 Whitehall Street, 21<sup>st</sup> Floor, New York, New York 10004, (iii) Pachulski Stang Ziehl & Jones LLP, 150 California Street, 15<sup>th</sup> Floor, San Francisco, California 94111 (Attn: Debra I. Grassgreen and Joshua M. Fried), and Pachulski Stang Ziehl & Jones LLP, 780 Third Avenue, 36<sup>th</sup> Floor, New York, New York 10017 (Attn: Maria A. Bove), attorneys for the Debtors, (iv) Mesa Air Group, Inc., Law Department 410 N. 44<sup>th</sup> St. Suite 700, Phoenix, Arizona 85008, (Attn: Brian S. Gillman, Esq.), and (v) counsel to the Committee, Morrison & Foerster, 1290 Avenue of the Americas, New York, New York 10104 (Attn: Brett H. Miller) ("Committee Counsel") (collectively, the "Notice Parties").

(b) If a timely objection is filed and served, the effective date of rejection will be (i) the originally proposed Deemed Effective Date if the objection is overruled or withdrawn or (ii) such other date as determined by the Bankruptcy Court after a hearing on the objection. Further, the Court may adjust the Deemed Effective Date in accordance with the procedures set forth in paragraph 2 of the Order on account of the Enumerated Matters (as such term is defined in the Order) or any other breach of the Order.

(c) A hearing on any objection to this Notice will be held on the next scheduled omnibus hearing date in the Debtors' cases, provided that the objecting

party is provided by the Debtors at least five (5) business days' prior written notice of such hearing date and time, and provided further that the foregoing is without prejudice to the Debtors and/or objecting party to move for an expedited hearing (on less than five (5) business days' notice).

(d) The Debtors must file and serve on the objecting party, the OUST and the Committee Counsel any reply to any objection at least two (2) business days prior to the scheduled hearing.

**PLEASE TAKE FURTHER NOTICE** that paragraphs 2 and 9 of the Order set forth important deadlines regarding the assertion of claims and rights, including the bar date for asserting rejection damages claims.

Dated: April 27, 2010  
New York, New York

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Debra Grassgreen

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Attorneys for Debtors  
and Debtors in Possession

**EXHIBIT 1**

**Listed Excess Leased Equipment to Be Rejected on Deemed Effective Date**

***INDEX***

Counterparties and other parties in interest should locate their names in the index below and refer to the listed page(s) of the attached exhibit. Parties in interest should review the exhibit in its entirety out of an abundance of caution.

<b><u>Applicable Counterparty and Other Parties in Interest:</u></b>	<b><u>Page of attached Exhibit 1:</u></b>
<b>Cargill Leasing Corporation.....</b>	<b>4</b>
<b>Export Development Canada.....</b>	<b>1, 2, 3, 4, 5, 6, 7</b>
<b>Integra Bank (formerly NCBE Leasing Corp.).....</b>	<b>3, 7</b>
<b>U.S. Bank National Association Corporate Trust Services.....</b>	<b>1, 2, 5, 6, 7</b>
<b>Wells Fargo Bank Northwest, NA (formerly First Security Bank).....</b>	<b>1, 2, 3, 4, 5, 6, 7</b>
<b>Wells Fargo Equipment Finance (formerly First Security Bank).....</b>	<b>2, 5</b>
<b>Zions Credit Corporation.....</b>	<b>1, 6</b>

Item No.	Lessors/Secured Parties and Other Related Party Addresses	Lessee/ Debtor	Airframe Mfr. & Model	Airframe Mfr. Serial No.	U.S. Reg. No.	Deemed Effective Date and Proposed Return Location
<u>1</u>	<p><b><u>Owner Trustee / Lessor:</u></b> Wells Fargo Bank Northwest, NA (formerly First Security Bank) Attn: Corporate Trust Department 79 South Main Street Salt Lake City, UT 84111 Tel: 801-246-5819 Fax: 801-246-5053</p> <p><b><u>Owner Participant:</u></b> Zions Credit Corporation Attn: Operations Manager 37 West 100 South Salt Lake City, UT 84101 Tel: 801-524-2230 Fax: 801-524-4988</p> <p><b><u>Indenture Trustee:</u></b> U.S. Bank National Association Corporate Trust Services Attention: Robert C. Butzier One Federal Street, 3rd Floor Boston, MA 02110 Tel: (617) 603-6430 Fax : (617) 603-6640</p> <p><b><u>Loan Participant:</u></b> Export Development Canada Attn: Loans Administration 151 O'Connor Street Ottawa, Ontario Canada K1A 1K3 Fax: 613-598-2514</p>	Mesa Airlines, Inc.	De Havilland DHC 8-202	446	N446YV	<p>Effective Date: <b><u>May 7, 2010</u></b></p> <p>The airframe and engines listed below are immediately available for inspection at Mesa's Tucson, Arizona maintenance facility in accordance with the Section 1110(b) Stipulation.</p> <p>SN TM123355 SN TMAG0002</p> <p>The records will be available for inspection at Mesa's Phoenix, Arizona maintenance facility.</p>

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<u>2</u>	<p><b><u>Owner Trustee / Lessor:</u></b> Wells Fargo Bank Northwest, NA (formerly First Security Bank) Attn: Corporate Trust Department 79 South Main Street Salt Lake City, UT 84111 Tel: 801-246-5819 Fax: 801-246-5053</p> <p><b><u>Owner Participant:</u></b> Wells Fargo Equipment Finance (formerly First Security Bank) 733 Marquette Avenue Suite 700 Minneapolis, MN, 55402</p> <p><b><u>Indenture Trustee:</u></b> U.S. Bank National Association Corporate Trust Services Attention: Robert C. Butzier One Federal Street, 3rd Floor Boston, MA 02110 Tel: (617) 603-6430 Fax : (617) 603-6640</p> <p><b><u>Loan Participant:</u></b> Export Development Canada Attn: Loans Administration 151 O'Connor Street Ottawa, Ontario, Canada K1A 1K3 Fax: 613-598-2514</p>	Mesa Airlines, Inc.	De Havilland DHC 8-202	447	N447YV	<p>Effective Date: <b><u>May 7, 2010</u></b></p> <p>The airframe and engines listed below are immediately available for inspection at Mesa's Tucson, Arizona maintenance facility in accordance with the Section 1110(b) Stipulation.</p> <p>SN: TMAG0004 SN: PCE-AG0008</p> <p>The records will be available for inspection at Mesa's Phoenix, Arizona maintenance facility.</p>

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<b><u>3</u></b>	<p><b><u>Owner Trustee / Lessor:</u></b> Wells Fargo Bank Northwest, NA (formerly First Security Bank) Attn: Corporate Trust Department 79 South Main Street Salt Lake City, UT 84111 Tel: 801-246-5819 Fax: 801-246-5053</p> <p><b><u>Owner Participant:</u></b> Integra Bank (formerly NCBE Leasing Corp.) 21 SE Third Street PO Box 868 Evansville IN 47705</p> <p><b><u>Indenture Trustee:</u></b> U.S. Bank National Association Corporate Trust Services Attention: Robert C. Butzier One Federal Street, 3rd Floor Boston, MA 02110 Tel: (617) 603-6430 Fax : (617) 603-6640</p> <p><b><u>Loan Participant:</u></b> Export Development Canada Attn: Loans Administration 151 O'Connor Street Ottawa, Ontario Canada K1A 1K3 Fax: 613-598-2514</p>	Mesa Airlines, Inc.	De Havilland DHC 8-202	456	N456YV	<p>Effective Date: <b><u>May 7, 2010</u></b></p> <p>The airframe and engines listed below are immediately available for inspection at Mesa's Tucson, Arizona maintenance facility in accordance with the Section 1110(b) Stipulation.</p> <p>SN: TMAE0002 SN: TMAE0003</p> <p>The records will be available for inspection at Mesa's Phoenix, Arizona maintenance facility.</p>



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<b>4</b>	<p><b><u>Owner Trustee / Lessor:</u></b> Wells Fargo Bank Northwest, NA (formerly First Security Bank) Attn: Corporate Trust Department 79 South Main Street Salt Lake City, UT 84111 Tel: 801-246-5819 Fax: 801-246-5053</p> <p><b><u>Owner Participant:</u></b> Cargill Leasing Corporation 6000 Clearwater Drive Minnetonka, MN 55343</p> <p><b><u>Indenture Trustee:</u></b> U.S. Bank National Association Corporate Trust Services Attention: Robert C. Butzier One Federal Street, 3rd Floor Boston, MA 02110 Tel: (617) 603-6430 Fax : (617) 603-6640</p> <p><b><u>Loan Participant:</u></b> Export Development Canada Attn: Loans Administration 151 O'Connor Street Ottawa, Ontario Canada K1A 1K3 Fax: 613-598-2514</p>	Mesa Airlines, Inc.	De Havilland DHC 8-202	437	N437YV	<p>Effective Date: <b><u>May 10, 2010</u></b></p> <p>The airframe and engines listed below are immediately available for inspection at Mesa's Tucson, Arizona maintenance facility in accordance with the Section 1110(b) Stipulation.</p> <p>SN: TM123345 SN: TMAG0015</p> <p>The records will be available for inspection at Mesa's Phoenix, Arizona maintenance facility.</p>

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<u>5</u>	<p><b><u>Owner Trustee / Lessor:</u></b> Wells Fargo Bank Northwest, NA (formerly First Security Bank) Attn: Corporate Trust Department 79 South Main Street Salt Lake City, UT 84111 Tel: 801-246-5819 Fax: 801-246-5053</p> <p><b><u>Owner Participant:</u></b> Wells Fargo Equipment Finance (formerly First Security Bank) 733 Marquette Avenue Suite 700, Minneapolis, MN, 55402</p> <p><b><u>Indenture Trustee:</u></b> U.S. Bank National Association Corporate Trust Services Attention: Robert C. Butzier One Federal Street, 3<sup>rd</sup> Floor Boston, MA 02110 Tel: (617) 603-6430 Fax : (617) 603-6640</p> <p><b><u>Loan Participant:</u></b> Export Development Canada Attn: Loans Administration 151 O'Connor Street Ottawa, Ontario Canada K1A 1K3 Fax: 613-598-2514</p>	Mesa Airlines, Inc.	De Havilland DHC 8-202	448	N448YV	<p>Effective Date: <b><u>May 10, 2010</u></b></p> <p>The airframe and engines listed below are immediately available for inspection at Mesa's Grand Junction, Colorado maintenance facility in accordance with the Section 1110(b) Stipulation.</p> <p>SN: TMAG0006 SN: TMAG0007</p> <p>The records will be available for inspection at Mesa's Phoenix, Arizona maintenance facility.</p>

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<b>6</b>	<p><b><u>Owner Trustee / Lessor:</u></b> Wells Fargo Bank Northwest, NA (formerly First Security Bank) Attn: Corporate Trust Department 79 South Main Street Salt Lake City, UT 84111 Tel: 801-246-5819 Fax: 801-246-5053</p> <p><b><u>Owner Participant:</u></b> Zions Credit Corporation Attn: Operations Manager 37 West 100 South Salt Lake City, UT 84101 Tel: 801-524-2230 Fax: 801-524-4988</p> <p><b><u>Indenture Trustee:</u></b> U.S. Bank National Association Corporate Trust Services Attention: Robert C. Butzier One Federal Street, 3rd Floor Boston, MA 02110 Tel: (617) 603-6430 Fax : (617) 603-6640</p> <p><b><u>Loan Participant:</u></b> Export Development Canada Attn: Loans Administration 151 O'Connor Street Ottawa, Ontario Canada K1A 1K3 Fax: 613-598-2514</p>	Mesa Airlines, Inc.	De Havilland DHC 8-202	445	N445YV	<p>Effective Date: <b><u>May 11, 2010</u></b></p> <p>The airframe and engines listed below are immediately available for inspection at Mesa's Tucson, Arizona maintenance facility in accordance with the Section 1110(b) Stipulation.</p> <p>SN: TMAG0003 SN: TM123354</p> <p>The records will be available for inspection at Mesa's Phoenix, Arizona maintenance facility.</p>

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<u>7</u>	<p><b><u>Owner Trustee / Lessor:</u></b> Wells Fargo Bank Northwest, NA (formerly First Security Bank) Attn: Corporate Trust Department 79 South Main Street Salt Lake City, UT 84111 Tel: 801-246-5819 Fax: 801-246-5053</p> <p><b><u>Owner Participant:</u></b> Integra Bank (formerly NCBE Leasing Corp.) 21 SE Third Street PO Box 868 Evansville IN 47705</p> <p><b><u>Indenture Trustee:</u></b> U.S. Bank National Association Corporate Trust Services Attention: Robert C. Butzier One Federal Street, 3rd Floor Boston, MA 02110 Tel: (617) 603-6430 Fax : (617) 603-6640</p> <p><b><u>Loan Participant:</u></b> Export Development Canada Attn: Loans Administration 151 O'Connor Street Ottawa, Ontario Canada K1A 1K3 Fax: 613-598-2514</p>	Mesa Airlines, Inc.	De Havilland DHC 8-202	455	N455YV	<p>Effective Date: <b><u>May 13, 2010</u></b></p> <p>The airframe and engines listed below are immediately available for inspection at Mesa's Grand Junction, Colorado maintenance facility in accordance with the Section 1110(b) Stipulation.</p> <p>SN: TMAG0019 SN: TMAG0018</p> <p>The records will be available for inspection at Mesa's Phoenix, Arizona maintenance facility.</p>